

# QUEST RESOURCE HOLDING CORP

Reported by  
**STOCKBRIDGE ENTERPRISES, L.P.**

## **FORM 3/A**

(Amended Statement of Beneficial Ownership)

Filed 04/03/13 for the Period Ending 10/17/12

Address	6175 MAIN STREET SUITE 420 FRISCO, TX 75034
Telephone	472-464-0004
CIK	0001442236
Symbol	QRHC
SIC Code	7359 - Equipment Rental and Leasing, Not Elsewhere Classified
Industry	Rental & Leasing
Sector	Services
Fiscal Year	12/31

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30  
(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>10/17/2012</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol  <b>Infinity Resources Holdings Corp. [IRHC]</b>
(Last) (First) (Middle)  <b>Stockbridge Enterprises, L.P.</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _____ Director <span style="margin-left: 100px;">___ <b>X</b> ___ 10% Owner</span> _____ Officer (give title below) <span style="margin-left: 100px;">_____ Other (specify below)</span>	
(Street)  <b>1375 NORTH SCOTTSDALE ROAD, SUITE 140</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)  <b>11/16/2012</b>	6. Individual or Joint/Group Filing (Check Applicable Line)  _ <b>X</b> _ Form filed by One Reporting Person _____ Form filed by More than One Reporting Person
(City) (State) (Zip)  <b>SCOTTSDALE, AZ 85257</b>		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Warrant to Purchase Common Stock</b>	(1)	<b>10/10/2017</b>	<b>Common Stock</b>	<b>4000000</b> (2)	(2) (3)	<b>D</b>	
<b>9% Senior Secured Convertible Note</b>	(4)	<b>10/1/2019</b> (5)	<b>Common Stock</b>	<b>0</b> (5) (6)	(5) (7)	<b>D</b>	

**Explanation of Responses:**

- (1) The warrant is exercisable immediately.
- (2) This amendment is being filed to correct the number of shares underlying the warrant and the exercise price of the warrant.
- (3) The exercise price per share of the warrant is the lower of (a) \$0.50 or (b) the average "closing bid price" during the ten trading days immediately preceding the exercise date.
- (4) The senior secured convertible note is exercisable at any time that any amount of principal and accrued interest is outstanding prior to the maturity date and for a period of five years thereafter.
- (5) This amendment is being filed to correct the expiration date, the conversion ratio, and the conversion price of the senior secured

convertible note.

- ( 6 ) The number of shares of the Issuer's common stock to be issued upon exercise of the senior secured convertible promissory note will be equal to the quotient obtained by dividing (a) the portion of the principal and accrued interest outstanding at the maturity date to be converted, by (b) the lower of (x) \$0.3620 if prior to the maturity date or \$0.1810 if after the maturity date or (y) the average "closing bid price" during the ten trading days immediately preceding the conversion date.
- ( 7 ) The conversion price per share of the senior secured convertible note is the lower of (a) \$0.3620 if prior to the maturity date or \$0.1810 if after the maturity date or (b) the average "closing bid price" during the ten trading days immediately preceding the conversion date.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Stockbridge Enterprises, L.P.</b> <b>1375 NORTH SCOTTSDALE ROAD, SUITE 140</b> <b>SCOTTSDALE, AZ 85257</b>		<b>X</b>		

#### Signatures

**Corey Lambrecht, attorney-in-fact**

**4/3/2013**

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.